

GOLD RESERVE INC  
Form SC 14D9/A  
January 21, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14D-9  
SOLICITATION/RECOMMENDATION STATEMENT UNDER  
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 9)**

**GOLD RESERVE INC.**  
(Name of Subject Company)  
**GOLD RESERVE INC.**  
(Name of Person(s) Filing Statement)

**Class A Common Shares  
Equity Units  
Class A Common Share Purchase Rights**  
(Title of Class of Securities)  
**38068N108 (Class A Common Shares)**  
(CUSIP Number of Class of Securities)

**Rockne J. Timm  
Gold Reserve Inc.  
926 West Sprague Ave.  
Suite 200  
Spokane, WA 99201  
(509) 623-1500**

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications on Behalf of the Person(s) Filing Statement)  
With Copies To:

**Charles L.K. Higgins  
Fasken Martineau DuMolin LLP  
Toronto Dominion Centre  
66 Wellington St. W., #4200  
Toronto, ON M5K 1N6  
(416) 865-4392**

**Jonathan B. Newton  
Baker & McKenzie LLP  
Pennzoil Place, South Tower  
711 Louisiana St., Suite 3400  
Houston, TX 77002  
(713) 427-5000**

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed by Gold Reserve Inc. ( "Gold Reserve" ) with the Securities and Exchange Commission on December 30, 2008 (as amended, the "Statement" ). The purpose of this amendment is to amend and supplement Item 9 Exhibits by adding a new exhibit (a)(15).

**Item 9. Exhibits**

Item 9 is hereby amended and supplemented by adding the following exhibit:

Exhibit

Number Description

(a)(15) Press release issued by Gold Reserve Inc. on January 21, 2009 (incorporated by reference to Gold Reserve Inc.'s Form 425 filed with the Commission on January 21, 2009)

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 21, 2009

**GOLD RESERVE INC.**

By: /s/ Robert A. McGuinness

Name:

Robert A. McGuinness

Title: Vice President Finance & CFO